

RECORDATION NO. 23726 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

OCT 26 '01 2-29 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 26, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Agreement dated as of June 1, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing
& Capital, LLC
555 California Street, 4th Floor
San Francisco, CA 94104

Lessee: The Burlington Northern and Santa Fe
Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

230 railcars bearing COAX reporting marks (formerly JAIX) and road numbers
98361 - 98590

Mr. Vernon A. Williams
October 26, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Alvord', is written above the printed name.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AGREEMENT

Memorandum of lease agreement, made and entered into as of June 1, 2001 by and between Banc of America Leasing & Capital, LLC, as lessor (the "Lessor") and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement dated as of June 1, 2001, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

Banc of America Leasing & Capital, LLC

The Burlington Northern and Santa Fe
Railway Company

By: [Signature]
Its: Vice President

By: R. C. Knox
Its: Director Freight Equipment

State of California)
County of San Francisco) SS.
)

BEFORE ME, the undersigned notary, on this day personally appeared William E. Bargenquast, to me personally known who, being by me duly sworn, says that he is a Vice President of Banc of America Leasing & Capital, LLC ("Company"), that the above Memorandum of Lease Agreement was signed on behalf of the said Company and he acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 15th day of October, 2001.

[SEAL]

Susan A. Scaletti
NOTARY PUBLIC

My Commission Expires: 7-16-02

State of Texas)
County of Tarrant) SS.
)



BEFORE ME, the undersigned notary, on this day personally appeared R.C. Knox, to me personally known who, being by me duly sworn, says that he/she is a Dir. Freight Equipment of The Burlington Northern and Santa Fe Railway Company ("Company"), that the above Memorandum of Lease Agreement was signed on behalf of the said Company and he/she acknowledged that the execution of the foregoing Agreement was the free act and deed of the said Company.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 23 day of October, 2001.



Ana M. Mailhos
NOTARY PUBLIC
RECORDATION NO. 23726 FILED

OCT 26 '01 2-29 PM

SURFACE TRANSPORTATION BOARD

EXHIBIT A TO
MEMORANDUM OF LEASE AGREEMENT

Description of Leased Equipment

230 Rotary Aluminum Autoflood II 286,000 gross rail load Units manufactured by Johnstown American Corporation, Freight Unit Division, in 1998 previously bearing numbers in the series JAIX 98361 to JAIX 98590 and now bearing numbers in the series COAX 98361 to COAX 98590.